

**HM #33 "Of Machines and Men"**  
**Written by: Michael Halperin (SE: DS)**  
**Fourth+FINAL+RECORD Draft 1/31/03**

**FADE IN:**

**EXT. KINGDOM OF MINTORA - DAY**

LOW ANGLE - THE ROYAL WINDRAIDER <Re-use - Ep. 32> ascends from a COBBLE-STONED COURTYARD & TAKES OFF ...REVEALING THE MINTORAN PALACE <<built of LARGE CHISELED BLOCKS, rising 3 stories, fronted by 4 MASSIVE COLUMNS, on top of each: the HEAD OF A BULL>. KING TAURIUS (from Latin for bull) -- a humanoid with features of a bull ala the Minotaur, dressed in WHITE & GOLD ROYAL TUNIC -- is on all fours, but gets up on his rear 2 legs to royally wave at the departing Wind Raider.

**INT. ROYAL WINDRAIDER - cont, DAY**

A ROYAL GUARD pilots the craft. PAN BACK TO his passenger, MARLENA - wearing ROYAL ENVOY GARB. (BLUE JACKET & SKIRT with GOLD DECORATIONS, LEATHER BOOTS.) She's on her COMM UNIT.

MARLENA (PARTIAL OS)  
Randor, King Taurius has agreed to  
our terms and signed the agreement.

INTERCUT - ROYAL PALACE - RANDOR speaks into his comm unit.

RANDOR  
(with affection) So soon? Your  
diplomatic skills put my own to  
shame, Marlena. Now hurry home. Your  
king misses you.

ANGLE PAST MARLENA - smiling...to OUT THE WINDOW, to SEE: CORRIDORS OF LITHOS. (VAST CANYONS dotted with CAVES. Fantastic rock formations ala Devil's Post Pile; Balancing rocks; Cathedral-like spires)

MARLENA  
And your queen misses her king.  
(then) Tell Adam I'm flying over the  
Corridors of Lithos. When  
he was a child we'd often come here  
with Cringer to explore the caves.

Marlena

Grunt!

HER COMM UNIT - statics & CRACKLES. Puzzled, she notices

something out the window, REACTS: a RED & YELLOW RIPPLE (similar to a heat wave)rolling thru the sky, towards them.

**INTERCUT - PALACE** - RANDOR'S comm unit crackles & statics...

RANDOR  
Marlena? I'm losing you. Some kind  
of interference.

**EXT. VEHICLE, CORRIDORS OF LITHOS - DAY**

THE RIPPLE SMACKS into MARLENA's VEHICLE. HAIR-THIN BOLTS OF ENERGY shoot out of the WIND RAIDER. Vehicle SHUDDERS...then goes out of control, noses down, SPINS...

INSIDE - ROYAL GUARD pilot struggles with the controls to no avail. The vehicle is plummeting, spinning out of control.

MARLENA - alarmed, holds on for dear life.

**EXT. CORRIDORS OF LITHOS - DAY**

UP ANGLE - THE VEHICLE spins towards the ground, and CAMERA, FILLING FRAME, and then...SMASH CUT TO:

**EXT. PALACE GROUNDS - DAY**

MATCHING - A METALLIC ORB (basketball sized) comes at CAMERA.

REVEAL - TEELA bats it away. WHOMP! We're on PRACTICE AREA. TEELA uses her staff against ORBS that ZIG & ZAG in front of her. (SFX: SWOOSH! WHOMP!)

OVERHEAD SHOT - TEELA below as ADAM tools by on his SKY SLED.

TRAVELING WITH ADAM - as the SKY SLED BUCKS and STARTS TO DIE ADAM grapples with the controls.

ADAM'S SKY SLED - FLIPS UPSIDE DOWN and plows into the branches of a TREE (OR STATUE).

ANGLE - ADAM flies out & plummets 10 ft. to the ground with a THUD! He's unhurt. THE SKY SLED crashes to the ground nearby.

TEELA - takes her eyes off the Orbs for a sec, calls over at Adam with wry amusement.

TEELA  
Nice landing, Adam.

TEELA - returns her attention to the ORBS, but REACTS puzzled: they aren't coming at her...they simply hang in the air a couple secs, then plop to the ground like dead weights.

ADAM - crosses over, rubbing his backside.

ADAM  
The thing just died on me.

(SFX: BUBBLING ROAR) ADAM and TEELA look up, puzzled.

Their POV - RIPPLE soars across the sky. HAIR-THIN LIGHTNING BOLTS CRACKLE/shoot up from the kingdom towards it. <<As if it's sucking power from what it passes over.>>

TEELA (OS)  
What in Eternia *is* that?

TEELA - stops looking up, looks around and ADAM's gone.

TEELA  
Adam?

**EXT. BEHIND PALACE WALL - DAY**

ADAM runs around a corner, whipping out his sword as he gazes up at the RIPPLE, concerned. CRINGER is with him.

ADAM  
I don't like the looks of this,  
Cringer.

ADAM raises his sword and TRANSFORMS TO SNAKE ARMOR HE-MAN!

ADAM/HE-MAN  
By the Power of Grayskull/I have the  
Power!

CRINGER is zapped and TRANSFORMS to BATTLE CAT!

**EXT. SNAKE MOUNTAIN - SAME TIME**

The WEIRD RIPPLE passes overhead. CRACKLY HAIR-THIN BOLTS shoot up towards it from SNAKE MOUNTAIN.

**INT. SNAKE MOUNTAIN - cont.**

SKELETOR - sits on his throne, fists clenched angrily. EVIL-LYN stands nearby, looking at her nails.

SKELETOR  
Where is that infernal Trapjaw? I  
sent him on a simple reconnaissance  
mission to--

Suddenly - A CRASH! SKELETOR looks up.

ON THE CEILING -- TRAPJAW, riding a VEHICLE, CRASHES through

and plummets. ROCKS and DEBRIS and LAVA rain down.

SKELETOR - raises his RAM STAFF and repels the falling debris, so it falls around SKELETOR without touching him, even as PANTHOR scurries behind the throne to escape.

LOW ANGLE - TRAP JAW, climbs out of the crashed vehicle -- his bionic arm stiff & unable to move. SKEL'S LEGS enter frame. ADJUST ANGLE TO PAN UP TO SKELETOR.

SKELETOR (partial OS)  
Quite a landing, Trapjaw. What do you have to say for yourself?

TRAPJAW - fear in his eyes, points to his jaw with his non-bionic arm. His mouth can't move (like the Tin Man)

TRAP JAW  
<frozen jaw, indistinct mumbling>

ON EVIL-LYN smirking.

EVIL-LYN  
Apparently nothing.

TRI-KLOPS stumbles in, blindly feeling the walls. 2 DOOM-SEEKERS follow DIZZILY & suddenly CLANK to the ground, dead.

**EXT. MAN-AT-ARMS WORKSHOP - SAME TIME**

MAA races out his workshop. TEELA runs towards him.

MAN-AT-ARMS  
Level 10 power outage in my lab!

MEKANEK, his NECK stuck at HALF-MAST runs in...then MAN-E-FACES, his face caught between HUMAN and MONSTER, runs in.

MEKANEK  
Tell me about it!

MAN-E-FACES <HUMAN & MONSTER FACE>  
(unison) We've got a couple problems of our own.

RAM MAN enters and sees MAN-E-FACES.

RAM MAN  
Whoa. Talk about speakin' outta both sides of your mouth!

BUZZ OFF flies in, lands near the group.

Buzz off  
Must be the power generators under  
the city...

MAN AT ARMS  
No, that wouldn't affect Mekanek and  
Man-E Faces' powers...

TEELA  
(nods, thinking) Or Adam's Sky Sled  
or my battle orbs.

ORKO zips in...as he indicates: A WINDRAIDER -- with scared  
PASSENGERS -- whizzing down like a dead weight from the sky.

As all look, HE-MAN comes bounding past, leaps high off  
BattleCat, CAMERA FOLLOWS as he lands on the head of a giant  
statue...the Windraider zooming down, just as a ROYAL GUARD  
on a SKY SLED zooms down from another direction!..

HE-MAN reaches out one hand, grabbing the WINDRAIDER,  
stopping it cold...then strains and reaches out the other  
hand, just managing to snag the SKY SLED!

WIDE- He-Man leaps down to the ground and sets them down.  
ROYAL GUARDS...climb out, shaken but okay.

MAA considers the urgency. <<In b.g. BUZZ OFF tries to help  
MEKANEK push his neck down manually.>>

MAN-AT-ARMS  
Thank goodness that the Queen's safe  
in Mintora.

MAA REACTS as RANDOR ENTERS, urgent worried look on his face.

RANDOR (partial os)  
No. She...concluded her business  
early. Marlana was enroute flying  
over the Corridors of Lithos when I  
lost all contact.

HE-MAN - shaken by the news, but controls himself.

HE-MAN  
(to self) Mother...(resolve) Don't  
worry Your Majesty I'll find the Qu-

His words are cut off by a (SFX: VROOM!). ALL look: DRAMATIC  
ANGLE - an EXO ARMOR SUIT soars down. It stops mid-air &  
HOVERS, turns left then right...GROUP stands on guard, ready  
for anything...EXO-ARMOR - glides up till its facing HE-MAN.  
A weird HOLO-IMAGE swirls into focus above it. WIND  
whipping from it, blowing everyone's hair and clothes.

CLOSER - a huge, fierce FACE that continually changes color - GREEN to BLUE to RED...with wild hair & deep set eyes.

SORTECH  
(booming, hollow) I am SORTECH! I  
have sent this for you, He-Man.  
Enter my Battle Armor and it will  
bring you to me.

HE-MAN cautiously eyes the Exo Armor and SORTECH.

HE-MAN  
And if I refuse your invitation?

ON HOLO IMAGE OF SORTECH - as it eerily shifts colors.

SORTECH  
(darkly) You have seen what I am  
capable of. Imagine Eternia devoid  
of weapons, vehicles, power. The  
entire planet hurled back into  
dark ages. (as he starts to fade)  
You will do as I say.

As SORTECH HOLO-IMAGE fades away, HE-MAN calls out:

HE-MAN  
I'll consider your offer...after I  
rescue the queen...

A hand clamps on He-Man's shoulder. ADJUST to include RANDOR.

RANDOR (PARTIAL OS)  
No, He-Man. *I* will. All Eternia is  
in peril. You must see what this  
SORTECH wants.

HE-MAN hesitates, then nods. He gives snake weapons to  
Randor.

HE-MAN  
Then take these.

HE-MAN takes a step forward towards the Exo-Armor & with cool  
MAGIC/TECHNO FX, the EXO-ARMOR encases HE-MAN. <<COOL,  
DRAMATIC TRANSFORMATION>>>

RANDOR - realizes, then urgently orders a ROYAL GUARD.

RANDOR  
Vehicles are inoperable...(calls  
out) Get my swiftest steed from the  
Royal Stable.

ON HE-MAN - as the ARMOR starts to power up.

HE-MAN

Take Battlecat, your Majesty. He's  
faster than any steed.

BATTLECAT enters, ROARS & crouches. RANDOR nods & mounts him.

EXO-ARMOR zooms off into the sky, with He-Man inside it.

RANDOR races off atop BATTLECAT, who bounds over a wall.

ANGLE INCLUDE MAA - watching both He-Man and Randor take off.

MAN-AT-ARMS

Good luck...to both of you.

**INT. SNAKE MOUNTAIN - same time**

TRAPJAW uses his normal arm to try and move his robotic arm,  
which is frozen in position. At the same time, TRI-KLOPS  
stumbles around blindly, bumps into a wall. On the ground,  
lotsa kaput DOOMSEEKERS, lying around like soccerballs.

TRAP JAW

<indistinct, frozen complaining>

TRI-KLOPS

What are you complaining about? My  
eye sensors are out. Can't see a  
thin--<impact GRUNT>!

SKELETOR paces back & forth impatiently, then turns to  
face...EVIL-LYN, consulting the CRYSTAL ORB on her STAFF.

SKELETOR

Well?

EVIL-LYN

It's not only Snake Mountain. All  
power on Eternia has shut down.

SKELETOR - his eyes GLOW evilly.

SKELETOR

(sly) Hmm, whoever is behind this is  
someone I should get to know.

Suddenly, a swirling of FX and SORTECH' HOLO-IMAGE appears.  
WIND WHIPS up, blowing Skel's cape and Evil-Lyn's clothes.

SORTECH

And so you shall. I am SORTECH!

...An EXO ARMOR suit zooms down from the already-breached ceiling. <<from TrapJaw's crash>>>

EVIL-LYN & TRAPJAW stare dumbfounded. PAN TO TRI-KLOPS facing the wrong direction.

TRI-KLOPS  
(perplexed) Uh, what's going on?

**EXT. CORRIDORS OF LITHOS - DAY**

WIDE SHOT - BATTLE CAT with RANDOR aboard, bounds to the top of a MESA overlooking the labyrinthine Corridors of Lithos.

CLOSER - WIND whips sand around them. RANDOR - wears a FILTER MASK (see "Dune") & searches the landscape with an EYESCOPE.

SCOPE POV - vast strange desolate land. Canyons, caves & sand.

BATTLECAT - his EYES SQUINT as he peers around, then ROARS.

ON RANDOR - looks over where BATTLECAT is looking:

RANDOR'S POV (THRU SCOPE) - thru wind blown sand -- in the distance: MARLENA'S WIND RAIDER crumpled on the canyon floor.

CLOSE ON RANDOR - He fears the worst.

WIDE - as BATTLE CAT and RANDOR race into the Corridors.

**EXT. PLATEAU and canyon ex machina - DAY**

(SFX: VROOM) - HE-MAN in EXO ARMOR zooms down from the sky & lands on a PLATEAU dramatically overlooking a Canyon.

WIDE - A RUSTY ORANGE SKY with BLACK STREAKS overhead. CANYON floor covered with all sorts of rusted metallic machines, many of them ANCIENT WAR MACHINES. A post-apocalyptic junkyard of sorts. We see slight movement. Machines & metal junk seem to be eerily alive. CREAKS, GROANS of metal. A FEW METAL CREATURES fly around, circle like buzzards.

HE-MAN - hears METAL AGAINST METAL. He looks up behind him. ADJUST TO: 3 HUGE METALLIC CREATURES ZOOM DOWN at CAMERA.

They're big as Semi-trucks. HOOKS for beaks. RIVETED PLATES in place of feathers.

ON HE-MAN - bats one away with a huge EXO-ARMOR FIST. He then looks at the fist as if impressed by its power.

NEW ANGLE - as another dive-bombs, He-Man snatches it and hurls it...into the 3rd FLYING CREATURE. THE 2 FLYING CREATURES SMASH together & tumble to the ground.



CANYON - HE-MAN - with an exo-armor-powered leap - lands down in the canyon, amidst all the metallic machines and detritus. We hear CREAKS, SQUEAL, METALLIC GROANS. Machines seem to be alive, if just barely.

HEMAN  
(calls) All right, SORTECH. I'm  
here. Show yourself.

HE-MAN spins as he hears: CATERPILLAR TREADS. ADJUST ANGLE- A GIANT CATAPULT mounted on HUGE CATERPILLAR TREADS. It's huge & rusty. It carries SPIKED IRON BALLS & heads toward HE-MAN.

HE-MAN spins in reaction to another incoming RUMBLING sound: COLOSSAL CROSSBOW (see Roman Ballista)-- huge, rusty loaded with enormous STEEL ARROWS, RUMBLES in on SELF-MOVING TRIPOD.

QUICK PAN TO: ANCIENT ROCKET LAUNCHER -- rusty, huge rising from a pile of cast off metallic junk & zeroes in on HE-MAN.

WIDE - CATAPULT, CROSSBOW & ROCKET LAUNCHER surround HE-MAN, as he gets on his guard.

CATAPULT - FIRES a SPIKED BALL (SFX: KACHUNK)

ANGLE ON BALL - spinning in the air -- HE-MAN'S EXO FIST enters shot and whaps it away.

THE ROCKET LAUNCHER - lets loose a blast...WHIP PAN TO HE-MAN as a MISSILE fires from his HEADPIECE, as if automatically.

THE EXO ROCKET rams the LAUNCHER ROCKET in mid-air and there's a MASSIVE EXPLOSION! -- Lights up the sky.

HE-MAN - impressed by the armor:

He-man  
Got a few tricks up your armored  
sleeve, don't you?

Just then, CROSSBOW - FIRES - 1, 2 ARROWS (TWANG! TWANG!)

HE-MAN- takes the hit, ARROW 1 bounces off the armor. Then his EXO FIST catches ARROW 2 & flings it back.

CLOSE ON CROSSBOW - ARROW makes direct hit into the CROSSBOW snapping the BOWSTRING (BAND OF METAL <SFX: BOING!>)

THE 3 MACHINES all charge, KAMIKAZE-style at He-Man! HE-MAN - in EXO-ARMOR shoots into the air -- so that the 3 War Machines end of CRASHING into each other.

HE-MAN lands several yards away amidst other metallic

detritus. For a moment all is still when:

A HUGE PILE OF METALLIC OBJECTS - starts to stir. CREAKING & clanging, like they're ATTACHING themselves to each other. A CRUSHER CREATURE rises up from the pile. HEADLESS TORSO & made of MISMATCHED RUSTY PARTS. Stands 80 feet tall, with HUGE CRUSHING LEGS that stomp towards HE-MAN -- CRUSHING metal objects under its feet as it does. GROUND SHAKE.

HE-MAN strikes a pose, ready to take on the Metal Crusher.

ANGLE - But the Crusher stops. In front of it is a pile of heavy metal debris. It kicks a huge metal engine-like object.

HE-MAN gets whumped in the mid-section by the humongous metal object and flies backwards.

HE-MAN  
<impact ooommmph!>

HE-MAN hits an iron wall in adjacent pile of junk...hard! ...getting imbedded deep in the iron wall. He's dazed. GROUND SHAKES from pounding crusher footsteps. He looks up.

WIDE - ON CRUSHER CREATURE and HE-MAN - CRUSHER raises one of its CRUSHING LEGS to stomp HE-MAN.

HE-MAN'S POV - CRUSHER'S FOOT - smashing toward HE-MAN.

CLOSE - HE-MAN'S EXO FIST - Shoots straight up & stops the foot. The foot pushes harder, He-Man struggles.

HE-MAN determined, brings in his other EXO FIST & pushes harder on the foot with both hands -- the foot about to crush his chest. WIDEN - HE-MAN gets the upperhand & flips CRUSHER.

ON CRUSHER - SMASHES to the ground. GROUND SHAKES. PIECES of metal debris shatter and fly in all directions.

WIDE ON METAL CREATURES - They move back, slowly withdraw a bit..as if frightened and impressed by He-Man's power.

HE-MAN - observes this, as he gets up, even as he calls out:

HE-MAN  
(calls) All right, SORTECH, enough!  
What do you want?

SILENCE. A beat. Then GROAN, CREAK. He-Man looks OS. ADJUST: THE SHEER CLIFF WALL, made of metal GROANS & CREAKS -- a DOORWAY opening in it, as if it hasn't opened in an eon.

HE-MAN - he starts OS, then CAMERA PIVOTS TO OTS HE-MAN - heading towards the now large opening in the cliff.

**EXT. CORRIDORS OF LITHOS - DAY**

MARLENA'S downed WIND RAIDER. BATTLECAT and RANDOR race into shot and RANDOR dismounts...races to the wrecked vehicle... debris everywhere. It's torn open -- obviously no one inside.

BATTLECAT - near the wreckage, sees something & ROARS. RANDOR hesitates, with dread, then rushes past.

ROYAL GUARD on the ground. He's dazed, banged up, torn uniform. RANDOR races in and kneels next to the GUARD. He gives him water from his CANTEEN, as he asks urgently:

RANDOR  
Queen Marlena. Where is she?

GUARD  
(sips; gasps) ...took my  
weapon...went for help.

He points into the Corridors...then he passes out. RANDOR looks in the direction GUARD points.

POV - PAN the bewildering CANYONS and CAVES of the Corridors.

ON RANDOR - quickly lifts the unconscious guard onto Battlecat's back, then climbs on himself, and they race off.

RANDOR  
Battlecat! We must find her.

**EXT. CORRIDORS OF LITHOS - DAY**

MARLENA, bruised, limping, uniform torn, climbs through the Corridors. Blaster in her belt. She pauses, looks out: POV - a bewildering array of strange ROCK FORMATIONS & CAVES.

ON BOULDER - SHADOWY EYES PEER OUT from behind a boulder.

ON MARLENA - she heads along...she hears a HISSING sound. She stops, looks around, cautiously.

KOBRA KHAN, smiling viciously, rises from behind the boulder.

KOBRA KHAN  
<hissy laughter> King Hiss will be  
pleased. A queen for dinner.

ON MARLENA'S - alarmed expression, as we...

**END ACT ONE**

**Act two**

**EXT. CORRIDORS OF LITHOS - cont.**

KOBRA KHAN - moves forward, sinisterly laughing, as...

MARLENA - pulls the BLASTER from her belt and fires -- IT DOESN'T WORK. She squeezes the trigger again.

KHAN - advancing on her, smirking -- hissing & tongue flicking -- as his hood slowly starts to open...

MARLENA -- backs up, suddenly throws the BLASTER...expertly.

KHAN - the blaster hits him square in the snout. He grabs at it painfully with his hands.

KOBRA KHAN  
<pained cry>

KHAN - blindly, angrily, spews out a spray of acidic venom. Then KHAN lowers his hands, looks up. ADJUST - HIS POV - sizzling rocks from his venom, but MARLENA is gone. Just the myriad canyons and caves.

**INT. MACHINA MOUNTAIN -same time**

WIDE - HE-MAN ENTERS a cavernous fantastic BLADE RUNNER-MEETS-WIZARD OF OZ LAIR. STEEL obelisks here & there. HUGE MACHINE parts strewn about. ROCKY PHOSPHORESCENT walls FLICKER with eerie BLUE & GREEN FLASHES of LIGHT. HUGE BOULDERS scattered about, including a large pile that indicate a recent cave-in.

THE HUGE HOLO-IMAGE OF SORTECH suddenly appears.

HE-MAN  
(angry) SORTECH...

HE-MAN angrily punches at the BIG HOLO-IMAGE -- passing right thru the IMAGE ...busting it into a million PIXELS. The pixels reassemble into the IMAGE OF SORTECH.

SORTECH  
Despite what you may think, I did not send those metallic creatures to harm you. I provided the armor so you could battle past them.

HE-MAN - scowls -- he's in no mood, his mother is in danger.

HE-MAN

How helpful. Exactly what do you want?

SORTECH

There was a cave-in several weeks ago ..impairing the energy flow to the Ergon....

A BEAM OF LIGHT shoots out & illuminates: the ERGON (see design) RED & YELLOW VEINS snake out of it. Some of the VEINS from the Ergon snake under a wall of fallen BOULDERS.

SORTECH

Your task is a simple one. Remove the boulders.

HE-MAN eyes the device & the caved-in boulders, then addresses SORTECH.

HE-MAN

I'm puzzled, SORTECH. You have the ability to disable an entire planet. Why would you need help for such a simple undertaking?

THE HOLO-IMAGE flares angrily...wind whipping up...

SORTECH

You dare question me??!

THE EXO-ARMOR is jolted, as if riddled with energy and HE-MAN goes flying back...& slams into a steel obelisk, hard. He shakes off his daze, but as he does...he notes something.

3 RED VEINS from the ERGON snake into a DARK RECESS IN THE WALL, an opening, just big enough for man to squeeze thru.

HE-MAN stands & grabs the power unit/ERGON CORE, from out of its "docking station" in the ERGON. Carries it as he follows the vein snaking from it, leading to the WALL RECESS.

HE-MAN

Pained Walla

ON HOLO-IMAGE - SORTECH

SORTECH

What are you -- Stay away! There's nothing in there.

HE-MAN - pays no heed and ENTERS the RECESS.

**INT. SORTECH INNER SANCTUM - CONT.**

WIDE - HE-MAN ENTERS -- it's a lair of rough-hewn rock with GREAT RUSTY METAL GIRDERS shoring up the interior. Leaky water dribbles down distressed rock walls.

LOW ANGLE - an opening in the roof of the LAIR. A SHAFT OF LIGHT beams down. CAMERA follows to: A withered OLD MAN lying in a pile of wires and machinery. All kinds of ancient METERS & GAUGES rise out of him. CLOSER ON OLD MAN - hooked up to MULTIPLE CABLES and tubes. Part of his face is made of a plastic-like metal (Phantom of the Opera-style).

HOLO-IMAGE - SORTECH - appears between HE-MAN and OLD MAN.

SORTECH  
(nervously) Pay no attention to that pathetic creature.

ON HE-MAN - looks from Holo Image to the old man - realizing something, then looks at the Ergon Core Device.

CLOSE ON - GLOWING CRYSTAL DIAL - with runic-type numbers. HE-MAN turns the dial until the LIGHT FADES. RAISE ANGLE TO INCLUDE HOLO-IMAGE OF SORTECH, calling out, protesting:

SORTECH (PARTIAL OS)  
What are you doing?! Do not touch  
th--<suddenly CRACKLES out>

HOLO-IMAGE OF SORTECH - starts to FADE AWAY, as HE-MAN walks right thru it and approaches the OLD MAN SORTECH - who struggles and looks up with his rheumy eyes.

HE-MAN  
So you're the "great wizard,"  
SORTECH.

OLD MAN SORTECH  
(pleading, weakly) The Ergon. Turn  
it back on -- or I will die.

HE-MAN - considers this a beat, then turns the dial back.

OLD MAN/SORTECH - breathes deeply, revives a bit.

HE-MAN  
(firm) I suggest you start talking.

PUSH IN - OLD MAN SORTECH - he nods, slowly starts to speak.

SORTECH  
I was once one of Eternia's greatest  
scientists. Power was always in  
short supply...until I created a

device to provide unlimited  
energy...

**FLASHBACK MONTAGE OF ETERNIA HUNDREDS OF YEARS AGO <<NOTE:**

**THESE WILL BE DONE IN SEPIA-TONED STILLS>>>**

STILL: A LAB INSIDE A GEHRY-LIKE BUILDING, where YOUNG SCIENTIST SORTECH STANDS bear a PRISTINE ERGON DEVICE its RED & YELLOW VEINS leading to HUGE ENERGY COLLECTORS (TANKS FILLED WITH BUBBLING GEL-LIKE MATERIAL)

SORTECH (vo)  
The Ergon. (darkly) But it was  
stolen by those who would use it for  
evil..

2 STILLS: VALLEY <OMINOUS MUSIC>- Hordes of SOLDIERS gathered across hills beside 6-LEGGED ARMORED MACHINES...WAR MACHINES and MENACING-looking FLYING MACHINES. <NOTE: some are pristine versions of rusty machines that attacked He-Man.>

SORTECH (V.O.)  
War machines..weaponry.

2 STILLS: A WARLORD stands on a hill over the war-torn valley, holding the Ergon...YOUNG SCIENTIST SORTECH PLEADING WITH WARLORD, who scoffs.

SORTECH (V.O.)  
I pleaded with them to stop the  
madness...They wouldn't listen...  
The Ergon's power destroyed them.

2 STILLS: a BLAST from overhead, WARLORD goes flying, as does SORTECH...Wounded SORTECH picks up the damaged Ergon.

SORTECH (V.O.)  
Near death, I'd had enough of  
Eternia-kind.

STILL - wounded SORTECH hobbles into the CAVERN OF MACHINA, past discarded machines & debris. He's carrying the Ergon.

SORTECH  
I sought sanctuary...and repaired  
myself, as best I could.

**INT. INNER SANCTUM - PRESENT.**

OLD MAN SORTECH, weaker than before.

SORTech  
Just as the Ergon keeps me alive, so

does it power the Battle Armor you wear...

HE-MAN  
(frowns) And just as you used it knock out all of Eternia's power.

SORTECH  
It took nearly all the Ergon's remaining energy to do so. How else was I to draw you here?

HE-MAN  
If you needed help, you could have reached out, in a civilized way..

SORTECH - a bitter look on his face. Sparks crackle round him, from the meters and the tubes and cables.

SORTECH  
<bitter laugh> I have seen the ways of Eternia. Nothing is respected but violence, and force.

HE-MAN comes closer to SORTECH. He speaks kindly but firmly.

HE-MAN  
The (ALT: era of the) Great Unrest is behind us. True, there are still battles, but only against the forces of evil.

CLOSE ON HE-MAN - resolute, the hero.

HE-MAN  
Sometimes there are things worth fighting for.

Suddenly an (SFX: CRASH!) HE-MAN gets hurled back by debris...WHIP PAN: DRAMATIC ANGLE - SKELETOR in EXO-ARMOR has smashed thru a wall into the INNER SANCTUM. Daylight seen thru the breach.

SKELETOR  
How very true, He-Man. Such as that fascinating device. Now hand it over.

SKEL'S head rockets click into place. WHIP PAN TO HE-MAN...dazed as he looks to SORTECH, who pleads at Skeletor.

SORTECH  
No...Please. I summoned you here, you and He-Man, the most powerful



beings on Eternia, to help me *repair*  
the Ergon, not steal it.

SKELETOR  
(facetiously) Sorry to disappoint.

HE-MAN - is up and in a defensive pose.

HE-MAN  
Back off Skeletor or I'll--

SKELETOR - lets loose a HEAD-MOUNTED ROCKET at HE-MAN.

SKELETOR  
You'll do nothing.

HE-MAN gets blasted backwards (Ergon flies from his hands) &  
he SMASHES against a wall.

SKELETOR - gloats, as he races for the flying Ergon.

HE-MAN - comes FLYING IN and smashes into Skeletor before he  
can reach the device....SKELETOR gets hurled backwards and  
SMASHES thru a stone wall that leads into the main chamber.

**INT. MACHINA MOUNTAIN - cont.**

SKELETOR lands on his back. EXO ARMOR bobbles him upright as:  
HE-MAN charges in.

SKELETOR - scoops out some huge metallic junk with his claw-  
hands and HURLS them at HE-MAN.

HE-MAN - LEAPS into the air to avoid the impact...and deftly  
SOMERSAULTS behind SKELETOR.

SKELETOR spins. HE-MAN draws back an EXO FIST...but before he  
can throw it...

SKELETOR - FIRES a BLASTER from his HAND ATTACHMENT.

HE-MAN - BLASTED in the chest & SMASHES into a STEEL OBELISK.

ON HE-MAN - shaking off his daze...as SKELETOR lets fly a  
full barrage of EXO-ARMOR missiles.

HE-MAN gets hit by the furious barrage, explosions strike his  
armor & all around him. Bits of armor get blasted off in the  
process. HE-MAN falls to his knees, struggles to stand.  
SKELETOR moves in from behind CAMERA.

HE-MAN

Walla

SKELETOR

Ahhh "Most Powerful Man in the  
Universe?" I think not.

SKEL scoops METAL JUNK with his CLAW HANDS & hurls it.

ADJUST - HE-MAN - gets buried under the twisted metal junk.

SKELETOR - cackles and zooms back into the INNER SANCTUM.

THE PILE OF BOULDERS covering HE-MAN - suddenly SMASH! -- an  
EXO-ARMORED fist bursts thru.

**INT. INNER SANCTUM - cont.**

SKELETOR rips VEINS from the Ergon. SORTECH pleads  
desperate, grasping at straws.

SORTECH

Please...I'll die. I-I'll build you  
another one, a better one...just for  
you. You mustn't.

SKEL is almost finished disconnecting the Ergon.

SKELETOR

<chuckle> Oh, but I must.

SORTARUS - calls out.

Sortarus OS)

Your Battle-Armor...will lose power.

SKELETOR pauses -- then looks at the armor.

SKELETOR

Then I'll remove it. As long as I  
have the Ergon...

HE-MAN stumbles in -- his Exo Armor damaged and smoking.  
He's weak, barely standing.

HE-MAN

(pained) Skeletor!

SKELETOR observes He-Man with derision.

SKELETOR

It's over He-Man. I leave with the  
Ergon, you get to leave with your  
life.

HE-MAN stumbles weakly towards Skeletor.

HE-MAN  
(pained) No. There is another life  
at stake here.

CLOSE ON SORTECH - he blinks in amazed disbelief.

SKELETOR - has his hand on the last vein of the Ergon.

SKELETOR  
I pull this, both our armor goes  
dead.

HE-MAN suddenly flies in and tackles SKELETOR -- who goes  
flying into a wall. Ergon flies out of SKELETOR'S HAND.

ON ERGON - tumbling through the air. HE-MAN'S EXO FIST -  
shoots in and catches the Ergon Unit in mid-air.

SKELETOR - slumps to the ground. CLOSER - his eyes GLOW RED.

HE-MAN weak, picks up the VEINS, starts to reconnect the  
ERGON.

SKEL RIPS a GIGANTIC GIRDER from the wall & comes at HE-MAN.

SORTECH - closes his eyes and concentrates.

ERGON. CRACKLING, FTZZING -- lightning shoots off the  
Ergon...& STRIKES SKEL. CRACKLES thru the EXO ARMOR. All  
kindsa FX & then (GENERATOR WINDING DOWN) EXO-ARMOR FREEZES.

ON SKELETOR - with GIRDER in mid-swing -- Exo- Armor frozen.

SKELETOR  
(struggles) I...can't move.

HE-MAN approaches SKELETOR. He takes the GIRDER from  
SKELETOR and WHOMPS SKELETOR sending him flying...

SKELETOR smashes thru the breached wall and into daylight....

**EXT. CAVERN OF MACHINA -CONT.**

**<<NOTE: CAN CUT THIS SCENE, IF NEEDED, FOR TIME**

SKELETOR flies thru the air and lands...with CLANKING CRASH  
on the FLOOR <CAMERA SHAKES> of the CANYON.

FLYING MACHINES circle SKELETOR. OTHER METAL creatures  
slowly start to stir and encircle him. CREAK, METAL GROANS..

ANGLE ON SKELETOR - he can't move -- eyes widen.

**INT. INNER SANCTUM - cont.**

HE-MAN stronger now, reconnects cables to the Ergon. In b.g.  
SORTECH -- very weak. Weak crackles of energy around him.

SORTECH  
You risked your life to save mine,  
He-Man. Why?

ON HE-MAN - as he reconnects the last cable.

HE-MAN  
As I said, some things are worth  
fighting for.

SORTECH - power crackles around him as the cables raise him  
back up to full stature & he grows stronger. Truly impressive  
sight. Reaches with his good arm & presses a SWITCH.

A BLUE RIPPLE of LIGHT shoots out of the Inner Sanctum.

SORTECH  
I have returned power to all of  
Eternia.

ON HE-MAN -- the damaged EXO ARMOR disengages and HE-MAN  
steps out. He nods, then moves to the exit.

HE-MAN  
When you're ready to rejoin the rest  
of the world, SOR  
TECH, you know where to find us.

Randor  
We must find Marlana...

**Ext. corridors OF LITHOS - FLASHBACK**

CRINGER bounds down towards a cave opening. YOUNG ADAM runs  
up behind him, MARLENA follows.

YOUNG ADAM  
Good boy Cringer. You found it. My  
favorite cave.

END FLASHBACK - BACK ON BATTLECAT - he ROARS & heads OS.

PULL BACK, WIDE - Sanctum coming to life --lights come up,  
meters twitch & hum. SORTECH, a small, solitary figure.

**EXT. CANYON of machina- cont.**

ON HUGE MOUND OF METAL - looking down at SKELETOR. HE-MAN -

moves into shot, standing atop the mound, to see...WAR MACHINES moving in like hyenas, surrounding SKELETOR.

OTS HE-MAN - calling to SKELETOR:

TIGHT ON SKELETOR - as his eyes glow RED and then...

WIDEN - a MEGA-EXPLOSION, as Skel's Exo-Armor flies off.  
ADJUST ANGLE - EXPLOSION rips into the War Machines. They  
BLOW APART - blasting debris 360 degrees.

HE-MAN - gets blown back, debris falls around him. He looks.

SMOKE surrounds where Skeletor was, as flaming debris falls all around. Suddenly, the smoke dissipates, SKEL stands upon a pile of metallic debris...raises his Havoc Staff... metallic debris creepily coalesce and merge...forming into a METAL GRIFFIN-LIKE MACHINE under him, then it FLIES SKEL up out of the SMOKE & soars into the air.

LOW ANGLE - HE-MAN looking up as SKELETOR flies over and off into the rusty orange/grey sky..

ON HE-MAN - he gets up, then remembers something. He looks out to some distant horizon, with worry.

#### **EXT. CORRIDORS OF LITHOS - DAY**

RANDOR upon BATTLECAT (with the wounded Guard)- wind & sand whipping past -- urgent look on his face, gallops across some rocky terrain when:

Suddenly a LONG TONGUE shoots out & grabs BATTLECAT'S back leg. <susprised ROAR>

WIDE - Battlecat is hurled as RANDOR & the wounded Guard go flying off. BATTLECAT - hits a rocky wall and is dazed.

RANDOR hits ground, face down. (GUARD lands nearby) LOW ANGLE as SNAKEMAN feet move into frame. HISSY sounds fill the air.

TUNG LASHOR  
<cry of pain>

OTS RANDOR looks up to see...KOBRA KHAN leering down at him.

KOBRA KHAN - spits POISONOUS VENOM from his HOOD.

RANDOR rolls, so the venom hits the ground & SIZZLES a rock.  
TUNG LASHOR moves in.

RANDOR angrily leaps up, whips out his sword (or He-Man's snake weapon.)

RANDOR  
(with fury) If you've so much as  
touched one hair on her head...

TUNG LASHOR smirks, lashes out his powerful TONGUE. RANDOR ducks under, then SLICES the tongue off with his weapon!

TUNG LASHOR grabs at his mouth in pain -- then smirks as another tongue starts to re-generate.

KHAN moves in, spinning quick as a cobra, & KICKS RANDOR.

RANDOR - reels back, hits a rock formation. He leaps back off-- charges at KHAN.

KHAN sidesteps the attack, then WHOMPS RANDOR with his tail.

RANDOR goes spinning and winds up right in TUNG LASHOR'S constricting, crushing tongue. KHAN comes at him.

KOBRA KHAN  
Hold him right there.

KHAN'S - hood slowly starts to spread...then spits out VENOM.

AT THE LAST SEC - RANDOR expands his shield -- so the VENOM splashes over it -- or is re-directed & strikes TUNG LASHOR'S tongue (re-severing it!) and his face, as he recoils & grabs at his eyes in pain.

RANDOR - does a spinning sword move at KOBRA KHAN...

KHAN parries with his weapon...then WHOMPS Randor.

THE KING goes flying backwards, hits a rock formation -- his sword (or snake weapon) flying free. OS CLANK.

KHAN moves in for the kill. Just then....BATTLECAT leaps in -  
- tackling KHAN.

RANDOR - watches as all sorts of dust is kicked up by the fierce struggles. CLOSE DUST-FILLED SHOTS of Battle Cat vs. KHAN... HISSES and ROARS! When the dust clears...

BATTLECAT emerges -- a piece of snake skin in his mouth.

RANDOR looks -- KHAN is gone. So is TUNG LASHOR. Nearby, a hole in the ground where they made their escape.

RANDOR pets BATTLECAT, even as he looks around urgently.

BATTLECAT looks out, as if remembering something. PUSH IN:

**INT. CAVE, CAVERN OF MACHINA - soon**

MARLENA is dressing a wound on her arm with some torn off portion of her dress. The walls inside the cave have PICTOGRAPHS & PETROGLYPHS <a combo of ANASAZI & MAYAN art.> She hears something, grows alarmed & picks up a rock. CAMERA PIVOTS - from the shadows - RANDOR & BATTLECAT emerge <the wounded unconscious Guard on BattleCat's back.>.

MARLENA - overjoyed, in disbelief.

MARLENA  
Randor. You found me.

RANDOR comes over and gives her a hug.

RANDOR  
Thank Battlecat. He led me to this cave.

MARLENA looks gratefully at BATTLECAT, who roars.

MARLENA  
But how? There are hundreds of caves...

Randor holds Marlena for support as they head for cave exit.

RANDOR  
He must have picked up your scent.

**EXT. Corridors of lithos - cont.**

They emerge. SAND whips up around them. MARLENA, a quizzical look on her face, peers out, then at BATTLE CAT.

MARLENA  
Picked up my scent...in this wind?

BATTLECAT - For a moment, there's a look in his eyes -- CRINGER? as we...

**FADE OUT.**

**THE END**

**HM #33: \_"Of Machines and Men"MORAL TAGFADE IN:**

**EXT. ETERNIA PALACE - DAYHE-MAN is in f.g. smiling, as a VEHICLE passes thru frame behind him...REVEALING MEKANEK walking past in b.g. -- happy and relieved that his neck is going up and down and chatting (MOS) with MAN E FACES, whose head is able to pivot from Robot to Human.**

**MAN\_AT ARMS**

Sortech tried force to get HE-MAN to repair the Ergon -- when all he really needed to do was ask. Friends, neighbors and family help each other in times of need. CLOSE ON HE-MAN - addressing CAMERA.

**MAN AT ARMS**

Remember, it's a sign of strength, not weakness, to ask for assistance. Until next time...

**FADE OUTTHE END**